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*Proposed Counsel to the Debtor and  
Debtor-in-Possession*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

In re:

Love Culture Inc.,<sup>1</sup>

Debtor-in-Possession.

Chapter 11

Case No. 14-24508 (NLW)

**SUPPLEMENT TO DEBTOR'S MOTION FOR ENTRY OF INTERIM AND FINAL  
ORDERS (I) AUTHORIZING THE DEBTOR TO OBTAIN POST-PETITION  
FINANCING ON A SENIOR SECURED AND SUPERPRIORITY BASIS, (II)  
AUTHORIZING THE USE OF CASH COLLATERAL, (III) GRANTING ADEQUATE  
PROTECTION, (IV) SCHEDULING FINAL HEARING THEREON AND (V)  
GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE**, that on July 16, 2014, the Debtor filed its *Motion For Entry of Interim And Final Orders (I) Authorizing The Debtor To Obtain Post-Petition Financing on a Senior Secured and Superpriority Basis, (II) Authorizing the Use of Cash Collateral, (III)*

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8782.

*Granting Adequate Protection, (IV) Scheduling Final Hearing Thereon and (V) Granting Related Relief* [Docket No. 10] (the “**Motion**”).

**PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit A**, is a revised Budget (the “**Budget**”) filed as **Exhibit B** with the Motion.

Dated: July 17, 2014

Respectfully submitted,

**LOWENSTEIN SANDLER LLP**

/s/ Kenneth A. Rosen

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**EXHIBIT A**

Love Culture, Inc.  
DIP Budget  
All Figures in USD \$ Actuals

Week Week Ending Actual / Projected	Stub 1 7/19 Projected	2 7/26 Projected	3 7/31 Projected	8/1- Forward	Total Post Petition
Credit Card Collections	650,000	2,260,087	2,260,087	-	5,170,173
Proceeds from GOB Store Liquidations	-	-	-	1,815,355	1,815,355
<b>Total Receipts</b>	<b>650,000</b>	<b>2,260,087</b>	<b>2,260,087</b>	<b>1,815,355</b>	<b>6,985,528</b>
<b><i>Operating Disbursements</i></b>					
Trade and other Vendors	836,000	336,000	336,000	1,008,000	2,516,000
Salaries and Benefits	154,000	824,398	4,000	757,000	1,739,398
Occupancy	-	-	-	1,526,820	1,526,820
Taxes	6,086	426,598	240,420	575,660	1,248,764
Insurance	200,000	-	-	50,000	250,000
Utilities	147,500	55,000	55,000	-	257,500
Other	95,443	182,745	340,457	350,000	968,645
<b>Total Operating Disbursements</b>	<b>1,439,029</b>	<b>1,824,742</b>	<b>975,877</b>	<b>4,267,480</b>	<b>8,507,127</b>
<b><i>Bankruptcy / Non-Operating Disbursements:</i></b>					
DIP Fees and Expenses	638,151	-	936,332	-	1,574,482
(1) Professional Fees	407,000	365,000	1,349,500	-	2,121,500
Other	-	-	-	50,000	50,000
<b>Total Bankruptcy / Non-Operating Disbursements:</b>	<b>1,045,151</b>	<b>365,000</b>	<b>2,285,832</b>	<b>50,000</b>	<b>3,745,982</b>
<b>Total Disbursements</b>	<b>2,484,179</b>	<b>2,189,742</b>	<b>3,261,708</b>	<b>4,317,480</b>	<b>12,253,109</b>
<b>Free Cash Flow</b>	<b>(1,834,179)</b>	<b>70,345</b>	<b>(1,001,622)</b>	<b>(2,502,125)</b>	<b>(5,267,581)</b>
<b>Revolver Balance</b>	<b>8,647,979</b>	<b>8,659,540</b>	<b>9,356,050</b>	<b>11,858,175</b>	
Borrowing Base	9,975,246	9,845,869	9,561,524		
<b>Net Availability</b>	<b>1,327,266</b>	<b>1,186,329</b>	<b>205,475</b>		

(1) Professional Fees include a \$300k carve-out escow payment in week 3 to cover wind-down expenses